

WILLKIE FARR & GALLAGHER

**WF&G  
STAMP IN**

Three Lafayette Centre  
1155 21st Street, NW  
Washington, DC 20036-3384  
Tel: 202 328 8000  
Fax: 202 387 8979

DOCKET FILE COPY ORIGINAL

WCB OR-71

March 20, 2002

**VIA COURIER**

Filing Secretary  
Federal Communications Commission  
Common Carrier Network Services  
P.O. Box 358145  
Pittsburgh, PA 15251-5145

FCC/MELLON

MAR 20 2002

**Re: Application To Transfer Control Of Domestic Section 214 Authorizations  
Held By Country Road Communications, Inc.'s Indirect, Wholly-Owned  
Subsidiaries, CRC Communications of Maine, Inc. d/b/a Pine Tree  
Networks, Communications Design Acquisition Corporation, And Evans  
Communications**


Dear Sir or Madam:

On behalf of Country Road Communications, Inc. ("Country Road"), enclosed for filing are the original and five (5) copies of the above-referenced Application. Also enclosed with this filing are the FCC Form 159 Remittance Advice, a check in the amount of \$2445.00 to cover the filing fee, and a duplicate copy of the filing. Please date-stamp the duplicate copy and return it to the courier.

A draft Public Notice is attached to the instant application consistent with the form used by the staff with prior similar transactions. Country Road will transmit an electronic copy of the draft Public Notice to the Commission's staff upon request.

If there are any questions regarding this filing, please contact either Mike Jones at 202/429-4787 or the undersigned at 202/429-4726.

Sincerely,

  
Angie Kronenberg

Enclosures

BEFORE THE  
Federal Communications Commission  
WASHINGTON, D.C.

In the Matter of

**COUNTRY ROAD COMMUNICATIONS, INC.**

Transfer of Control of Its  
Domestic Section 214 Authorizations  
Held By Its Indirect, Wholly-Owned Subsidiaries,  
CRC Communications of Maine, Inc. d/b/a Pine  
Tree Networks, Communications Design  
Acquisition Corporation, and Evans  
Communications

File No. \_\_\_\_\_

**APPLICATION TO TRANSFER CONTROL OF DOMESTIC SECTION 214  
AUTHORIZATIONS**

Pursuant to Section 214 of the Communications Act of 1934, as amended, 47 U.S.C. § 214, and Section 63.01 of the Commission's rules, 47 C.F.R. § 63.01, Country Road Communications, Inc. ("Country Road") and ABRY Partners IV, L.P. ("ABRY") (collectively, "the Applicants"), hereby seek authority to transfer control of Country Road from its current stockholders to ABRY. As described below, the proposed transaction will serve the public interest.<sup>1</sup>

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<sup>1</sup> In addition to the instant application, the Applicants also are filing an application to transfer control the international Section 214 authorizations held by or applied for by the indirect, wholly-owned subsidiaries of Country Road. Moreover, the Applicants are filing applications to transfer control of various wireless licenses held by its rural local exchange companies. Saco River Telegraph and Telephone Company and Evans Telephone Company.

## **I. DESCRIPTION OF THE TRANSACTION**

The Applicants contemplate that Country Road will convert from a corporation to a limited liability company, Country Road Communications, LLC ("CRC LLC"). ABRY and a sister fund, ABRY Investment Partnership, L.P. (collectively, the "Investing ABRY Funds"), will invest a minimum of \$20 million in CRC LLC, and as a result, obtain an equity ownership position of approximately 33.4%, on a fully diluted basis, giving effect to certain Management Options provided for in the Agreement. (ABRY's investment will be substantially greater than that of ABRY Investment Partnership, L.P.; therefore, the Applicants identify ABRY as being the Transferee in the instant application and other transfer of control applications (international Section 214 and Forms 603) filed with the FCC.) In addition, ABRY will acquire the right to appoint three of the seven members of CRC LLC's Board of Directors. Each ABRY director will have two votes on all matters to be voted on by the Board of Directors, and each other director will have one vote, thereby giving ABRY a majority of the votes of CRC LLC's Board of Directors.

The current shares that Prudential Insurance Company of America ("Prudential") and its various affiliates hold in Country Road will be converted into membership interests in CRC LLC. The Prudential entities will hold, in the aggregate, approximately 43% of the equity interests on a fully diluted basis, giving effect to certain Management Options provided for in the Agreement, in CRC LLC.

The present management of Country Road will not change as a result of the proposed transaction. Harry Bennett will continue as Chairman and Chief Executive Officer of CRC LLC.

## II. DESCRIPTION OF THE PARTIES

Country Road is based in New Jersey and wholly owns four rural local exchange companies -- Pine Tree Telephone & Telegraph Company in Gray, Maine; Saco River Telegraph and Telephone Company in Bar Mills, Maine; War Telephone Company in War, West Virginia; and Evans Telephone Company in Turlock, California. In addition, Country Road wholly owns, indirectly, CRC Communications of Maine, Inc. d/b/a Pine Tree Networks ("Pine Tree Networks"), a CLEC and IXC in the State of Maine, and Communications Design Acquisition Corporation, an IXC in the State of Maine. As providers of domestic interstate service under the blanket Section 214 authority established in Section 63.01 of the Commission's rules, 47 C.F.R. § 63.01, the control of Pine Tree Networks and Communications Design Acquisition Corporation from the current stockholders of Country Road to ABRY must receive prior approval from the FCC.

On February 20, 2002, Evans Long Distance, a division of Evans Communications, applied for international global facilities-based and resale authority pursuant to Section 214. Evans Communications is an indirect, wholly-owned subsidiary of Country Road. Its application was placed on Public Notice for acceptance on March 15, 2002.<sup>2</sup> Its application remains pending; however, it is anticipated that it will be granted shortly because it qualifies for streamlined processing. Upon grant of its application, Evans Communications will begin providing both domestic and international IXC services. As a result, it will need authority to transfer control its blanket domestic Section 214 authorization.

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<sup>2</sup> See *Streamlined International Applications Accepted for Filing, Public Notice*, Report No. TEL-00510S (rel. March 15, 2002). The application was assigned File No. ITC-214-20020225-00113.

ABRY is a Delaware limited partnership with numerous non-attributable limited partners. Its general partner is ABRY Capital Partners, L.P. ("ABRY LP"), also a Delaware limited partnership. ABRY LP's general partner is ABRY Capital Partners, LLC ("ABRY LLC"). ABRY LLC is a Delaware limited liability company whose sole member is Royce Yudkoff.

The Investing ABRY Funds have entered into a management agreement with ABRY Partners, LLC, a related company, which performs certain management functions on behalf of the Funds. ABRY Partners, LLC ultimately is controlled by Mr. Yudkoff.

ABRY and its affiliated entities are part of a related private equity investment firm with over \$2 billion of capital under management, dedicated exclusively to the media and communications sectors, including radio and television broadcasting subject to FCC jurisdiction. Through a number of investment partnerships, the related ABRY companies currently manage capital on behalf of more than 100 limited partners, which include Fortune 100 pension funds, university endowments, charitable trusts, leading insurance companies, major commercial banks and high net worth individuals.

### **III. PUBLIC INTEREST CONSIDERATIONS**

Country Road, through its wholly-owned subsidiaries, seeks to become a leading telecommunications provider in communities that lie outside of major metropolitan areas. To meet its objectives, it seeks to acquire rural telephone companies or their assets. It intends to provide new, enhanced communications services, including high-speed broadband services, to its customers. Indeed, Country Road is committed to providing the latest technology and systems support to its acquired companies. Through the efficiency and proximity of its facilities in rural areas, Country Road is implementing a competitive local exchange carrier build-out in adjacent urban areas. ABRY's investment is an integral part of Country Road's build-out plans. With

this investment, Country Road will be able to continue to meet its business goals. As such, it is in the public interest for the FCC to grant the instant application.

#### **IV. INFORMATION REGARDING THE TRANSFEROR AND TRANSFEREE**

The Applicants submit the following information in support of this Application.

##### **Country Road Communications, Inc. ("Country Road") -- Transferor**

- (a) Name, Address, and Telephone Number of Country Road is:

Country Road Communications, Inc.  
1500 Mt. Kemble Ave., Suite 203  
Morristown, NJ 07960  
(908) 221-9022

- (b) Country Road is a company formed under the laws of the State of Delaware.
- (c) Correspondence concerning Country Road should be sent to:<sup>3</sup>

Michael G. Jones  
Angie Kronenberg  
Willkie Farr & Gallagher  
Three Lafayette Centre  
1155 21<sup>st</sup> St., N.W., Suite 600  
Washington, D.C. 20036  
202-328-8000

##### **ABRY Partners IV, L.P. ("ABRY") -- Transferee**

- (a) Name, address, and telephone number of Transferee is:

ABRY Partners IV, L.P.  
111 Huntington Avenue  
30<sup>th</sup> Floor  
Boston, MA 02199  
(617) 859-2959

- (b) ABRY is a limited partnership formed under the laws of the State of Delaware.

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<sup>3</sup> Correspondence concerning the Application should be sent to those parties listed for both Country Road and ABRY.

- (c) Correspondence concerning ABRY should be sent to:

Howard M. Liberman  
Elizabeth A. Hammond  
Drinker Biddle & Reath  
1500 K Street, N.W.  
Suite 1100  
Washington, DC 20005-1209  
(202) 842-8876

**V. ANTI-DRUG ABUSE STATEMENT**

The Applicants certify that, pursuant to Sections 1.2001-1.2003 of the Commission's rules, it is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988.

## **VI. CONCLUSION**

For the foregoing reasons, the Applicants request that the Commission authorize the transfer of control of Country Road from its current stockholders to ABRY.

Respectfully Submitted,

**COUNTRY ROAD COMMUNICATIONS,  
INC.**

By: 

Thomas Mendenhall  
Vice President - Finance, Treasurer &  
Secretary  
Country Road Communications, Inc.  
1500 Mt. Kemble Ave.  
Suite 203  
Morristown, NJ 07960  
(908) 221-9022

Michael G. Jones  
Angie Kronenberg  
Willkie Farr & Gallagher  
Three Lafayette Centre  
1155 21<sup>st</sup> St., N.W.  
Suite 600  
Washington, D.C. 20036  
(202) 328-8000

Dated: March 14, 2002



ABRY PARTNERS IV, L.P.

By: 

Royce Yudkoff  
President, ABRY Capital Partners,  
LLC, the general partner of ABRY  
Capital Partners, L.P., the general  
partner of ABRY Partners IV, L.P.  
111 Huntington Avenue  
30<sup>th</sup> Floor  
Boston, MA 02199  
(617) 859-2959

Howard M. Liberman  
Elizabeth A. Hammond  
Drinker Biddle & Reath LLP  
1500 K Street, N.W.  
Suite 1100  
Washington, DC 20005-1209  
(202) 842-8876

Dated: March 19, 2002

# COMMISSION SEEKS COMMENT ON APPLICATION FOR A TRANSFER OF CORPORATE CONTROL

## PLEADING CYCLE ESTABLISHED

CC Docket No. \_\_\_\_\_

On March 20, 2002 Country Road Communications, Inc. ("Country Road") filed an application pursuant to Section 214 of the Communications Act of 1934, as amended (the "Act"), 47 U.S.C. § 214, requesting authority to complete a transfer of corporate control.<sup>1</sup> Under the terms of the proposed transaction, Country Road will convert to a limited liability company to be named Country Road Communications, LLC ("CRC LLC"). ABRY Partners IV, L.P. and its sister fund, ABRY Investment Partnership, L.P. (collectively, "ABRY"), will make a substantial investment in CRC LLC, in exchange for a controlling ownership interest in CRC LLC.

Various operating subsidiaries of Country Road are authorized to provide domestic interstate services pursuant to Section 63.01 of the Commission's Rules, 47 C.F.R. §63.01.<sup>2</sup> Some of Country Road's operating subsidiaries currently provide local exchange service in Maine, West Virginia, and California. In addition, two of its subsidiaries provide long distance services in Maine, and one subsidiary is seeking authority to begin providing international long distance service in California. Upon grant of its international application, it will begin providing domestic and international long distance services in California. Country Road and ABRY assert that the proposed transaction will serve the public interest, convenience, and necessity because the new investment will allow Country Road to continue to meet its business goals.<sup>3</sup>

## SECTION 214 APPLICATION

### Part 63 - Domestic Service (47 C.F.R. § 63.01)

Country Road and ABRY request authority to complete a transfer of control, whereby Country Road will be converted into a limited liability company and ABRY will make an equity investment in the limited liability company. The application has been assigned CC Docket No. \_\_\_\_\_.

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<sup>1</sup> See *Application of Country Road Communications, Inc. for Transfer of Control of Its Domestic Section 214 Authorizations Held By Its Indirect, Wholly-Owned Subsidiaries, CRC Communications of Maine, Inc. d/b/a Pine Tree Networks, Communications Design Acquisition Corporation, and Evans Communications* (filed March [ ], 2002).

<sup>2</sup> *Id.* at 3-4.

<sup>3</sup> *Id.* at 5.

## GENERAL INFORMATION

The application listed herein has been found, upon initial review, to be acceptable for filing. The Commission reserves the right to return any application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules or policies. Interested parties may file comments or petitions to deny within 30 days following the release of this Public Notice.<sup>4</sup> Final action will not be taken on this application earlier than 30 days following the date of this Public Notice.

The full text of this application is available for public inspection and copying during regular business hours at the FCC Reference Information Center, Portals II, 445 12<sup>th</sup> Street, S.W., Room CY-A257, Washington, D.C., 20554. This document may also be purchased from the Commission's duplicating contractor, Qualex International, Portals II, 445 12<sup>th</sup> Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone (202) 863-2893, facsimile (202) 863-2898, or via e-mail [qualexint@aol.com](mailto:qualexint@aol.com).

All filings concerning any or all of the matters referenced in this Public Notice should refer to **CC Docket No. \_\_\_\_\_**. An original and four copies of all pleadings, in accordance with section 1.51(c) of the Commission's rules, 47 C.F.R. § 1.51(c), must be filed with the Commission's Acting Secretary, William F. Caton, 445 12<sup>th</sup> Street, S.W., TW-B204, Washington, D.C. 20554. In addition, one copy of each pleading must be delivered to each of the following: (1) Qualex International, Portals II, 445 12<sup>th</sup> Street, S.W., Room CY-B402, Washington, D.C. 20554, telephone (202) 863-2893, facsimile (202) 863-2898; (2) Janice Myles, Common Carrier Bureau, 445 12<sup>th</sup> Street, S.W., 5-B145, Washington, D.C. 20554; (3) Nandan Joshi, Office of General Counsel, 445 12<sup>th</sup> Street, S.W. 8-A820, Washington, D.C. 20554; and (4) William Dever, Common Carrier Bureau, 445 12<sup>th</sup> Street, S.W., 5-C266, Washington, D.C. 20554.

In addition to filing paper pleadings, parties may also file pleadings using the Commission's Electronic Comment Filing System. See Electronic Filing of documents in Rulemaking Proceedings, *63 Fed. Reg. 24,121 (1998)*. Pleadings filed through ECFS can be sent as an electronic file via the Internet to <http://www.fcc.gov/e-file/ecfs.html>. Generally, one copy of an electronic submission must be filed. If multiple docket or rulemaking numbers appear in the caption of this proceeding, however, commenters must transmit one electronic copy of the comments for each docket or rulemaking number referenced in the caption. Parties may also submit an electronic comment by Internet e-mail. To obtain filing instructions for e-mail pleadings, filers should send an e-mail to [ecfs@fcc.gov](mailto:ecfs@fcc.gov), and should include the following words in the body of the message, "get form <your e-mail address>." A sample form and directions will be sent in reply.

For further information, please contact Tracey Wilson at (202) 418-1394 or Bill Dever, Policy and Program Planning Division, Common Carrier Bureau at (202) 418-1578.

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<sup>4</sup> See 47 C.F.R. § 63.52(c).

7-17-00  
FCC FORM 159

FEDERAL COMMUNICATIONS COMMISSION  
REMITTANCE ADVICE

Page No. 1

(1) LOCKBOX # 358145

SPECIAL USE

FCC USE ONLY

SECTION A - PAYER INFORMATION

(2) PAYER NAME (if paying by credit card, enter name exactly as it appears on your card)

**Country Road Communications, Inc.**

(3) TOTAL AMOUNT PAID (U.S. Dollars and Cents)  
**2,445.00**

(4) STREET ADDRESS LINE NO. 1

**1500 Mt. Kemble Avenue, Suite 203**

(5) STREET ADDRESS LINE NO. 2

(6) CITY

**Morristown**

(7) STATE

**NJ**

(8) ZIP CODE

**07960**

(9) DAYTIME TELEPHONE NUMBER (include area code)

**908/221-9022**

(10) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(11) PAYER (FRN)

**0006310551**

(12) PAYER (TIN)

**223699857**

IF PAYER NAME AND THE APPLICANT NAME ARE DIFFERENT, COMPLETE SECTION B  
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C)

(13) APPLICANT NAME

(14) STREET ADDRESS LINE NO. 1

(15) STREET ADDRESS LINE NO. 2

(16) CITY

(17) STATE

(18) ZIP CODE

(19) DAYTIME TELEPHONE NUMBER (include area code)

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) AND TAX IDENTIFICATION NUMBER (TIN) REQUIRED

(21) APPLICANT (FRN)

(22) APPLICANT (TIN)

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID

(24A) PAYMENT TYPE CODE

(25A) QUANTITY

**CUT**

**3**

(26A) FEE DUE FOR (PTC)

**815.00**

(27A) TOTAL FEE

**2,445.00**

FCC USE ONLY

(28A) FCC CODE 1

(29A) FCC CODE 2

(23B) CALL SIGN/OTHER ID

(24B) PAYMENT TYPE CODE

(25B) QUANTITY

(26B) FEE DUE FOR (PTC)

(27B) TOTAL FEE

FCC USE ONLY

(28B) FCC CODE 1

(29B) FCC CODE 2

SECTION D - CERTIFICATION

(30) CERTIFICATION STATEMENT

I, **S. Anna Sucin**, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief. SIGNATURE *S. Anna Sucin* DATE March 19, 2002

SECTION E - CREDIT CARD PAYMENT INFORMATION

(31)

MASTERCARD/VISA ACCOUNT NUMBER:

EXPIRATION  
DATE:

☐

MASTERCARD

☐

VISA

I hereby authorize the FCC to charge my VISA or MASTERCARD for the service(s)/authorization herein described.

SIGNATURE \_\_\_\_\_

DATE \_\_\_\_\_